FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ION

Expires: Estimated average burden hours per response

OMB Number:

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SE	C USE ON	LY
Prefix		Serial
DAT	E RECEIV	/ED

Name of Offering (check if this is an amendment and name ha	s changed, and indicate char	nge.)	
Topaz Master Fund, L.P.	<u> </u>		RECEIVED
Filing Under (Check box(es) that apply): Rule 504 Rule 5	05 ☑ Rule 506 ☐ Section	4(6) □ ULOE	
Type of Filing: ☐ New Filing ☑ Amendment			AN A @ 2001
A. BAS	SIC IDENTIFICATION D		
1. Enter the information requested about the issuer		TO THE PARTY OF TH	
Name of Issuer (check if this is an amendment and name has of	changed, and indicate chang	e.)	₹ <u>183</u> /\$9
Topaz Master Fund, L.P.		er Let	
Address of Executive Offices (No	umber and Street, City, State	e, Zip Code) Telephone Numb	er (Including Area Code)
1111 Kane Concourse, Suite 514, Bay Harbor Islands, Florida	33154	305-868-1500	
Address of Principal Business Operations (No	umber and Street, City, State	e, Zip Code) Telephone Numb	er (Including Area Code)
(if different from Executive Offices)			
Brief Description of Business			PROCESSED
Trading and investing			PROCES
Type of Business Organization		•	JAN 07 2004
☐ corporation ☐ limited partnership	, already formed	☐ other (please specify):	JAN OT LOUT
□ business trust □ limited partnership	, to be formed		THOMSON
	Month Year		FINANCIAL
	1002	I Actual ☐ Estimated	
Actual or Estimated Date of Incorporation or Organization:	1002	2 Florida — Dollmatod	
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Po	stal Service abbreviation for St	ate: 🕞 🕞
	CN for Canada; FN for o	other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of	of partnership issuers.			
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if individual)				
Crystal Advisors, L.L.C.	<u> </u>			
Business or Residence Address (Number and	Street, City, State, Zip Co	de)		
1111 Kane Concourse, Suite 514, Bay Harbo	r Islands, Florida 33154	<u> </u>		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual).				
Brod, Steven	<u> </u>		· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address (Number and S	Street, City, State, Zip Co	de)		
1111 Kane Concourse, Suite 514, Bay Harbo	r Islands, Florida 33154			
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
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Business or Residence Address (Number and S	treet, City, State, Zip Coo	de)		
		<u> </u>		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and S	treet, City, State, Zip Coo	de)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and S	treet, City, State, Zip Coo	ie)		
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Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
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Business or Residence Address (Number and S	treet, City, State, Zip Coo	le)		
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2.						-				may be acce	-		<u>\$ 1,000</u> 	
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full Nam	ne (Last n	ame first,	if individu	al)										
Walters,	Reed	•	2	v.			2.5							
Business	or Resid	ence Addr	ess (Numb	er and Stre	et, City, St	tate, Zip Co	ode)							
6075 Por	plar Ave	nue, Suite	700, Mem	phis, TN	38119		. *							
Name of	Associat	ed Broker	or Dealer						7.7.				· · · · · · · · · · · · · · · · · · ·	
Frading	Services	Group, I	nc.											
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(Use blank sheet, or copy and use additional copies of this sheet, if necessary.)

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Ful	l Name (Last n	ame first,	if individu	al)										
Sto	ne, Frank	. 7						100						
Bus	siness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip Co	ode)							
607	5 Poplar Ave	nue, Suite	700, Men	phis, TN	38119	.*								
Naı	me of Associat	ed Broker	or Dealer											
Tra	ading Services	Group, I	nc.											
Sta	tes in Which P	erson Liste	d Has Soli	icited or In	tends to Sc	licit Purch	asers							
,	(Check "All	States" or	check indi	vidual Stat	es)	•••••						🗆 A	Il States	
•	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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Wa	rwick, Ben	ž.						er en er				•		
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892	5 South Ridge	line Boul	evard, Sui	te 109, Hig	hlands R	anch, CO	.*							
Nar	ne of Associate	ed Broker	or Dealer											
Ryc	lex Distributo	rs, Inc.												
Stat	es in Which Pe	erson Liste	d Has Soli	cited or Int	ends to So	licit Purch	sers							
	(Check "All	States" or	check indiv	vidual State	:s)	•••••							All States	
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(Use blank sheet, or copy and use additional copies of this sheet, if necessary.)

. •	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR	OCEE	DS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		gregate ing Price	Aı	mount Already Sold
	Debt	Š	-0-	\$	-0-
	Equity		<u>-0-</u>	<u> </u>	-0-
	□ Common □ Preferred				
	Convertible Securities (including warrants)	<u>s</u>	-0-	\$	-0-
	Partnership Interests		et limit	\$	63,428,666
	Other (Specify)	<u>\$</u>	-0-	<u>s</u>	-0-
	Total		et limit	\$	63,428,666
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors, who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	13			
					Aggregate
			umber vestors		Oollar Amount of Purchases
	Accredited Investors		3	\$	63,428,666
				-	
	Non-accredited Investors		-0-	<u>\$</u>	-0-
	Total (for filings under Rule 504 only)			<u>s</u>	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		***		
	Type of offering	T	ype of	. [Oollar Amount
		Se	ecurity		Sold
	Rule 505		*	<u>\$</u>	
	Regulation A		 	<u>\$</u>	· · · · · · · · · · · · · · · · · · ·
	Rules 504			<u>\$</u>	
	Total			<u>\$</u>	
.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees				1,000
	Printing and Engraving Costs				1,000
	Legal Fees				30,000
	Accounting Fees				-0-
	Engineering Fees				1,000
	Sales Commissions (specify finders' fees separately)				-0-
	Other Expenses (identify)blue sky filing fees		[5	⊿\$	1.700

34,700

	C. OFFERING PRIC						
total ex issuer."	penses furnished in response to Part C - Ques	gate offering price given in response to Part C-Question 4.a. This difference is the "adjusted gross proc	eeds to the	••••		No s	set limit
5.	Indicate below the amount of the adjusted of the purposes shown. If the amount of a	gross proceeds to the issuer used or proposed to be ny purpose is not known, furnish an estimate and ch yments listed must equal the adjusted gross proceed	used for eac eck the box	h to			
					Payments to Officers, Directors, & Affiliates		Payments Others
	Salaries and fees			□ §	-0-		\$ -0-
	Purchase of real estate			□ §	-0-		\$ -0-
	Purchase, rental or leasing and installation	of machinery and equipment		□ <u>\$</u>	-0-		\$ -0-
	Construction or leasing of plant buildings	and facilities		□ \$	-0-		\$ <u>-0-</u>
	Acquisition of other businesses (including used in exchange for the assets or securitie	the value of securities involved in this offering that s of another issuer pursuant to a merger)	may be	□ <u>\$</u>	-0-		\$ <u>-0-</u>
	Repayment of indebtedness			□ <u>\$</u>	-0-		\$ <u>-0-</u>
	Working capital			□ <u>\$</u>	-0-		\$ -0-
	Other (specify): investments and trading			☑ \$	No set limit		\$ -0-
	Column Totals			_ □ \$	-0-		
		d)		_	☑ \$No se		
		D. FEDERAL SIGNATURE					
onstitu	ner has duly caused this notice to be signed by tes an undertaking by the issuer to furnish to d by the issuer to any non-accredited investo	the undersigned duly authorized person. If this not the U.S. Securities and Exchange Commission, upor pursuant to paragraph (b)(2) of Rule 502.	otice is filed on written re	unde	er Rule 505, the t of its staff, the	follo infor	wing signati mation
	Print of Type) Master Fund, L.P.	Signatus	Date Decemb	er 3,	2003		
Name o	f Signer (Print or Type) Brod	Title of Signer (Print or Type) President of Crystal Advisors, L.L.C., the gene	ral partner	of tl	ne Issuer		
			_			-	
	•						
		· ·					

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE		
1.	Is any party described in 17 CFF of such rule?	230.252(c), (d), (e) or (f) presently subject to any of the disqualification provision	Yes	No Ø
		See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby u (17 CFR 239.500) at such times	ndertakes to furnish to any state administrator of any state in which this notice is fi as required by state law.	led, a notice on Form D	
3.	The undersigned issuer hereby u offerees.	dertakes to furnish to the state administrators, upon written request, information f	urnished by the issuer to	
4.		s that the issuer is familiar with the conditions that must be satisfied to be entitled a which this notice is filed and understands that the issuer claiming the availability conditions have been satisfied.		
	uer has read this notification and kn zed person.	ows the contents to be true and has duly caused this notice to be signed on its beha	ılf by the undersigned dul	y.
	Print of Type) Master Fund, L.P.	Signatur Date December 3, 200	3	
Name (Print or Type) Brod	Title (Print or Type) President of Crystal Advisors, L.L.C., the general partner of the Is	Suer	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Δ	P	P	F	N	U.	ſΧ

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	Intend to non-accoinvestors (Part B-l	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pu (Part	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK					· · · · · · · · · · · · · · · · · · ·				· · · · · · · · · · · · · · · · · · ·
AZ									
AR									
CA		·							
со									
СТ									
DE	·	Х	limited partnership interests (no set limit)	· 1	\$6,428,666	0	0		Х
DC									
FL	·	Х	limited partnership interests (no set limit)	2	\$57,000,000	0 4	0		Х
GA	·					.*			
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MI	:								
MN									
MS									
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APPENDIX

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	Intend to non-ac investors (Part B-	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type o amount p		under St (if yes explan waiver	ification ate ULOE attach ation of granted) -Item 1)	
State	Yes	No		Number of Accredited Investors	edited Non-Accre		Amount	Yes	No
MT									
NE									
NV									
NH						<u> </u>			<u> </u>
NJ									
NM									· · · · · · · · · · · · · · · · · · ·
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